

E-FILED on July 19, 2006

Annette W. Jarvis, Utah Bar No. 1649
 RAY QUINNEY & NEBEKER P.C.
 36 South State Street, Suite 1400
 P.O. Box 45385
 Salt Lake City, Utah 84145-0385
 Telephone: (801) 532-1500
 Facsimile: (801) 532-7543
 Email: ajarvis@rqn.com

and

Lenard E. Schwartzter, Nevada Bar No. 0399
 Jeanette E. McPherson, Nevada Bar No. 5423
 SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Telephone: (702) 228-7590
 Facsimile: (702) 892-0122
 E-Mail: bkfilings@s-mlaw.com

Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA SECURITIES, LLC,
 Debtor.

**NOTICE OF FILING OF THIRD
 REVISED BUDGET APPLICABLE TO
 MOTION FOR ORDER APPROVING
 CONTINUED USE OF CASH THROUGH
 OCTOBER 29, 2006 PURSUANT TO
 THIRD REVISED BUDGET (AFFECTS
 ALL DEBTORS)**

Affects:

- ☒ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

Date: August 4, 2006
 Time: 1:30 p.m.

SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Tel: (702) 228-7590 · Fax: (702) 892-0122

1 USA Commercial Mortgage Company, USA Securities, LLC, USA Capital Realty
2 Advisors, LLC, USA Capital Diversified Trust Deed Fund, LLC, and USA Capital First Trust
3 Deed Fund, LLC (collectively, the “Debtors”), hereby attaches hereto as **Exhibit “A”** the Third
4 Revised Budget which is applicable to the Motion for Order Approving the Continued Use of
5 Cash Through October 29, 2006 filed on July 7, 2006.

6 Respectfully submitted this 19th day of July, 2006.

7
8 /s/ Lenard E. Schwartzer

9 Lenard E. Schwartzer, Nevada Bar No. 0399
10 Jeanette E. McPherson, Nevada Bar No. 5423
11 SCHWARTZER & MCPHERSON LAW FIRM
12 2850 South Jones Boulevard, Suite 1
13 Las Vegas, Nevada 89146

14 and

15 Annette W. Jarvis, Utah Bar No. 1649
16 RAY QUINNEY & NEBEKER P.C.
17 36 South State Street, Suite 1400
18 P.O. Box 45385
19 Salt Lake City, Utah 84145-0385
20
21
22
23
24
25
26
27
28

SCHWARTZER & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Tel: (702) 228-7590 · Fax: (702) 892-0122

SCHWARTZER & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Tel: (702) 228-7590 · Fax: (702) 892-0122

Exhibit “A”

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

	Weekly Cash Forecast							
	Week Ending							
	7/23/2006	7/30/2006	8/6/2006	8/13/2006	8/20/2006	8/27/2006	9/3/2006	9/10/2006
USA Commercial Mortgage								
Cash Collections								
Collections								
Loan Origination Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Reimbursed Expenses from USA Capital Realty	0.0	0.0	0.0	415.4	0.0	0.0	0.0	206.4
Loan Servicing Collections								
Estimated Service Fees ^(a)	0.0	1,792.0	15.4	296.5	1.6	0.0	0.0	295.1
Outstanding Origination, Extension and Closing Fees	0.0	0.0	203.8	0.0	50.0	0.0	0.0	0.0
Total Cash Collections Operating Accounts	\$0.0	\$1,792.0	\$219.2	\$711.9	\$51.6	\$0.0	\$0.0	\$501.5
Cash Disbursements								
Origination Expenses	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Loan Servicing Expenses	\$0.0	\$0.0	\$0.0	\$0.0	\$50.0	\$0.0	\$0.0	\$0.0
Operating Disbursements								
Salaries & Wages	45.0	0.0	45.0	0.0	45.0	0.0	0.0	45.0
Payroll Related Benefits	7.7	0.0	14.0	0.0	7.7	0.0	6.3	7.7
Rent	0.0	0.0	49.0	0.0	0.0	0.0	49.0	0.0
Office Operating Disbursements	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0
Other Operating Disbursements	20.0	20.0	20.0	20.0	20.0	20.0	20.0	20.0
Total Operating Disbursements	\$87.7	\$35.0	\$143.0	\$35.0	\$137.7	\$35.0	\$90.3	\$87.7
Bankruptcy Related Disbursements								
Professional Fees (see schedule for detail)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Trustee Fees	0.0	5.0	0.0	0.0	0.0	0.0	0.0	0.0
Other								
Noticing Agent	0.0	0.0	82.6	0.0	0.0	0.0	50.0	0.0
Appraisal Fees	0.0	100.0	0.0	0.0	0.0	0.0	0.0	0.0
Post-Petition Financing								
Fees for Post-Petition Financing	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Lender Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Bankruptcy Related Disbursements	\$0.0	\$105.0	\$82.6	\$0.0	\$0.0	\$0.0	\$50.0	\$0.0
Total Cash Disbursements Operating Accounts	\$87.7	\$140.0	\$225.5	\$35.0	\$137.7	\$35.0	\$140.3	\$87.7
NET CHANGE IN CASH	(\$87.7)	\$1,652.0	(\$6.3)	\$676.9	(\$86.0)	(\$35.0)	(\$140.3)	\$413.9
Cash Position - USA Commercial Mortgage Estate								
Total Cash and Cash Equivalents at Beginning of Period	\$1,283.8	\$1,196.1	\$2,848.1	\$2,841.8	\$3,518.7	\$3,432.6	\$3,397.6	\$3,257.3
Pre-Petition Cash Payments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net (Decrease) Increase in Cash and Cash Equivalents	(87.7)	1,652.0	(6.3)	676.9	(86.0)	(35.0)	(140.3)	413.9
Estate Funds in Collections Account to Fund Operating Account	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Cash DIP Operating Account at End of Period	\$1,196.1	\$2,848.1	\$2,841.8	\$3,518.7	\$3,432.6	\$3,397.6	\$3,257.3	\$3,671.2
Estate Funds in Collections Account (see schedule for detail)	\$12,827.0	\$12,827.0	\$12,858.6	\$12,858.6	\$12,858.6	\$12,858.6	\$12,893.4	\$12,893.4
Total USA Commercial Mortgage Estate Cash Balance	\$14,023.1	\$15,675.1	\$15,700.4	\$16,377.3	\$16,291.2	\$16,256.2	\$16,150.8	\$16,564.6

Notes:

a. Service fees for week ending 7/30/06 represent estimated service fees accrued since 4/13/06.

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

Additional Accounts	Weekly Cash Forecast							
	Week Ending							
	7/23/2006	7/30/2006	8/6/2006	8/13/2006	8/20/2006	8/27/2006	9/3/2006	9/10/2006
USA Capital Realty Advisors - DIP Operating Account								
Beginning Cash Balance	\$167.6	\$167.6	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4
Management Fees Collected	0.0	0.0	0.0	415.4	0.0	0.0	0.0	206.4
Expense Reimbursement due USA CMC	0.0	0.0	0.0	(415.4)	0.0	0.0	0.0	(206.4)
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance	\$167.6	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4
USA Securities - DIP Operating Account								
Beginning Cash Balance USA Securities	\$18.4	\$18.4	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance USA Securities	\$18.4	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2
Diversified Trust - DIP Operating Account								
Beginning Cash Balance DTDF	\$511.5	\$511.5	\$511.3	\$511.3	\$386.3	\$386.3	\$386.3	\$386.3
Cash Payment for Professional Fees ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Management Fees Paid by DTDF	0.0	0.0	0.0	(125.0)	0.0	0.0	0.0	(125.0)
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance DTDF ^(b)	\$511.5	\$511.3	\$511.3	\$386.3	\$386.3	\$386.3	\$386.3	\$261.3
First Trust - DIP Operating Account								
Beginning Balance FTDF	(\$125.0)	(\$125.0)	(\$125.3)	(\$125.3)	(\$415.6)	(\$415.6)	(\$415.6)	(\$415.6)
Cash Payment for Professional Fees ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Management Fees Paid by FTDF	0.0	0.0	0.0	(290.4)	0.0	0.0	0.0	(81.4)
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance FTDF ^(b)	(\$125.0)	(\$125.3)	(\$125.3)	(\$415.6)	(\$415.6)	(\$415.6)	(\$415.6)	(\$497.0)
Collections Account								
Beginning Balance Collections Account (Investor Funds)	\$88,298.5	\$88,298.5	\$88,298.5	\$20,843.5	\$3,442.0	\$4,019.6	\$0.0	\$19.2
Estimated Interest Due Investors	0.0	0.0	313.1	3,738.5	21.2	0.0	0.0	3,720.3
Expected Principal Return	0.0	0.0	20,300.0	0.0	4,000.0	0.0	0.0	8,825.0
Interest Income to Investors ^(c)	0.0	0.0	245.9	0.0	0.0	0.0	19.2	0.0
Total Account Collections	\$0.0	\$0.0	\$20,859.0	\$3,738.5	\$4,021.2	\$0.0	\$19.2	\$12,545.3
Distribution to Investors	0.0	0.0	(88,298.5)	(20,843.5)	(3,442.0)	(4,019.6)	0.0	(19.2)
Service Fees to USA CMC	0.0	0.0	(15.4)	(296.5)	(1.6)	0.0	0.0	(295.1)
Total Disbursements	\$0.0	\$0.0	(\$88,314.0)	(\$21,140.1)	(\$3,443.6)	(\$4,019.6)	\$0.0	(\$314.3)
Ending Balance Collections Account (Investor Funds)	\$88,298.5	\$88,298.5	\$20,843.5	\$3,442.0	\$4,019.6	\$0.0	\$19.2	\$12,250.2
Beginning Balance Collections Account (Estate Funds)	\$12,827.0	\$12,827.0	\$12,827.0	\$12,858.6	\$12,858.6	\$12,858.6	\$12,858.6	\$12,893.4
Interest Income to Estate ^(c)	0.0	0.0	31.6	0.0	0.0	0.0	34.8	0.0
Transfer to Fund Operating Account	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Ending Balance Collections Account (Estate Funds)	\$12,827.0	\$12,827.0	\$12,858.6	\$12,858.6	\$12,858.6	\$12,858.6	\$12,893.4	\$12,893.4
Ending Balance Collections Account (Total)	\$101,125.5	\$101,125.5	\$33,702.2	\$16,300.6	\$16,878.2	\$12,858.6	\$12,912.6	\$25,143.6
Investors Account								
Cash Balance Investors Account	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1
Executory Contract Committee Cash Due for Prof. Fees ^(a)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0

Notes:

- Source of payment for investor and fund committees will be via surcharge or some other source yet to be determined.
- Deficits in the operating accounts for First Trust Deed Fund and Diversified Trust Deed Fund are expected to be filled via amounts reserved prior to the distribution of funds to Fund Members.
- Assumes investment in a Bank of America Money Market Fund at 3.25%

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

Supplemental Schedules - Professional Fees	Weekly Cash Forecast							
	Week Ending							
	7/23/2006	7/30/2006	8/6/2006	8/13/2006	8/20/2006	8/27/2006	9/3/2006	9/10/2006
Debtor Professional Fees (as incurred)								
Financial Advisor Fees & Disbursements	\$140.0	\$140.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0
Legal Counsel Fees & Disbursements	75.0	75.0	75.0	75.0	75.0	75.0	75.0	75.0
Local Counsel	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
PR Firm	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8
Other Legal Professionals	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Committee Professionals (as incurred)								
<u>Unsecured Creditors Committee</u>								
Legal Counsel Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
Financial Advisor Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
Weekly Accrual for USA CMC Professional Fees	<u>\$290.8</u>	<u>\$290.8</u>	<u>\$250.8</u>	<u>\$250.8</u>	<u>\$250.8</u>	<u>\$250.8</u>	<u>\$250.8</u>	<u>\$250.8</u>
Cash Payment for USA CMC Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Incurred and Unpaid Professional Fees USA CMC	\$4,772.1	\$5,062.8	\$5,313.6	\$5,564.3	\$5,815.1	\$6,065.8	\$6,316.6	\$6,567.3
 <u>Equity Security Holders of USA Capital FTDF</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	60.0
Financial Advisor Fees & Disbursements	30.0	30.0	30.0	30.0	30.0	30.0	30.0	30.0
Weekly Accrual for FTDF Professional Fees	<u>\$90.0</u>	<u>\$90.0</u>	<u>\$90.0</u>	<u>\$90.0</u>	<u>\$90.0</u>	<u>\$90.0</u>	<u>\$90.0</u>	<u>\$90.0</u>
Cash Payment for FTDF Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Incurred and Unpaid Professional Fees	\$742.9	\$832.9	\$922.9	\$1,012.9	\$1,102.9	\$1,192.9	\$1,282.9	\$1,372.9
 <u>Equity Security Holders of USA Capital DTDF</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	60.0
Financial Advisor Fees & Disbursements	50.0	50.0	50.0	50.0	50.0	50.0	50.0	40.0
Weekly Accrual for DTDF Professional Fees	<u>\$110.0</u>	<u>\$110.0</u>	<u>\$110.0</u>	<u>\$110.0</u>	<u>\$110.0</u>	<u>\$110.0</u>	<u>\$110.0</u>	<u>\$100.0</u>
Cash Payment for DTDF Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Incurred and Unpaid Professional Fees	\$712.0	\$822.0	\$932.0	\$1,042.0	\$1,152.0	\$1,262.0	\$1,372.0	\$1,472.0
 <u>Holders of Executory Contract Rights</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	60.0
Financial Advisor Fees & Disbursements	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Weekly Accrual for Executory Committee Professional Fees	<u>\$60.0</u>	<u>\$60.0</u>	<u>\$60.0</u>	<u>\$60.0</u>	<u>\$60.0</u>	<u>\$60.0</u>	<u>\$60.0</u>	<u>\$60.0</u>
Cash Payment for Executory Committee Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Incurred and Unpaid Professional Fees	\$480.0	\$540.0	\$600.0	\$660.0	\$720.0	\$780.0	\$840.0	\$900.0
 Total Weekly Accrual for Bankruptcy Professional Fees	<u>\$550.8</u>	<u>\$550.8</u>	<u>\$510.8</u>	<u>\$510.8</u>	<u>\$510.8</u>	<u>\$510.8</u>	<u>\$510.8</u>	<u>\$500.8</u>
Total Cash Payment for Bankruptcy Professional Fees	<u>\$0.0</u>	<u>\$0.0</u>	<u>\$0.0</u>	<u>\$0.0</u>	<u>\$0.0</u>	<u>\$0.0</u>	<u>\$0.0</u>	<u>\$0.0</u>
Total Incurred and Unpaid Bankruptcy Professional Fees	<u>\$6,707.0</u>	<u>\$7,257.7</u>	<u>\$7,768.5</u>	<u>\$8,279.2</u>	<u>\$8,790.0</u>	<u>\$9,300.7</u>	<u>\$9,811.5</u>	<u>\$10,312.2</u>

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

	Weekly Cash Forecast							
	Week Ending							
	9/17/2006	9/24/2006	10/1/2006	10/8/2006	10/15/2006	10/22/2006	10/29/2006	Total
USA Commercial Mortgage								
Cash Collections								
Collections								
Loan Origination Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Reimbursed Expenses from USA Capital Realty	0.0	0.0	0.0	206.4	0.0	0.0	0.0	828.2
Loan Servicing Collections								
Estimated Service Fees ^(a)	0.0	55.8	9.1	1.4	270.5	0.0	0.0	2,737.5
Outstanding Origination, Extension and Closing Fees	0.0	525.0	0.0	0.0	0.0	0.0	0.0	778.8
Total Cash Collections Operating Accounts	\$0.0	\$580.8	\$9.1	\$207.8	\$270.5	\$0.0	\$0.0	\$4,344.5
Cash Disbursements								
Origination Expenses	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Loan Servicing Expenses	\$200.0	\$0.0	\$0.0	\$0.0	\$400.0	\$0.0	\$0.0	\$650.0
Operating Disbursements								
Salaries & Wages	0.0	45.0	0.0	45.0	0.0	45.0	0.0	315.0
Payroll Related Benefits	0.0	0.0	6.3	7.7	0.0	7.7	0.0	64.8
Rent	0.0	0.0	49.0	0.0	0.0	0.0	0.0	147.0
Office Operating Disbursements	15.0	15.0	15.0	15.0	15.0	15.0	15.0	225.0
Other Operating Disbursements	20.0	20.0	20.0	20.0	20.0	20.0	20.0	300.0
Total Operating Disbursements	\$235.0	\$80.0	\$90.3	\$87.7	\$435.0	\$87.7	\$35.0	\$1,701.8
Bankruptcy Related Disbursements								
Professional Fees (see schedule for detail)	\$4,050.3	\$0.0	\$0.0	\$0.0	\$1,003.0	\$0.0	\$0.0	\$5,053.3
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	8.0	13.0
Other								
Noticing Agent	0.0	0.0	0.0	50.0	0.0	0.0	0.0	182.6
Appraisal Fees	0.0	0.0	0.0	0.0	0.0	0.0	0.0	100.0
Post-Petition Financing								
Fees for Post-Petition Financing	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Lender Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Bankruptcy Related Disbursements	\$4,050.3	\$0.0	\$0.0	\$50.0	\$1,003.0	\$0.0	\$8.0	\$5,348.8
Total Cash Disbursements Operating Accounts	\$4,285.3	\$80.0	\$90.3	\$137.7	\$1,438.0	\$87.7	\$43.0	\$7,050.6
NET CHANGE IN CASH	(\$4,285.3)	\$500.8	(\$81.2)	\$70.1	(\$1,167.5)	(\$87.7)	(\$43.0)	(\$2,706.1)
Cash Position - USA Commercial Mortgage Estate								
Total Cash and Cash Equivalents at Beginning of Period	\$3,671.2	\$126.0	\$626.8	\$545.6	\$615.8	\$56.0	\$56.0	\$1,283.8
Pre-Petition Cash Payments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net (Decrease) Increase in Cash and Cash Equivalents	(4,285.3)	500.8	(81.2)	70.1	(1,167.5)	(87.7)	(43.0)	(2,706.1)
Estate Funds in Collections Account to Fund Operating Account	740.0	0.0	0.0	0.0	607.7	87.7	43.0	1,478.4
Total Cash DIP Operating Account at End of Period	\$126.0	\$626.8	\$545.6	\$615.8	\$56.0	\$56.0	\$56.0	\$56.0
Estate Funds in Collections Account (see schedule for detail)	\$12,153.4	\$12,153.4	\$12,187.3	\$12,187.3	\$11,579.6	\$11,492.0	\$11,449.0	\$11,449.0
Total USA Commercial Mortgage Estate Cash Balance	\$12,279.4	\$12,780.2	\$12,733.0	\$12,803.1	\$11,635.6	\$11,548.0	\$11,505.0	\$11,505.0

Notes:

a. Service fees for week ending 7/30/06 represent estimated service fees accrued since 4/13/06.

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

Additional Accounts	Weekly Cash Forecast							Total
	9/17/2006	9/24/2006	10/1/2006	10/8/2006	10/15/2006	10/22/2006	10/29/2006	
USA Capital Realty Advisors - DIP Operating Account								
Beginning Cash Balance	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.6
Management Fees Collected	0.0	0.0	0.0	206.4	0.0	0.0	0.0	828.2
Expense Reimbursement due USA CMC	0.0	0.0	0.0	(206.4)	0.0	0.0	0.0	(828.2)
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.1	\$167.1
USA Securities - DIP Operating Account								
Beginning Cash Balance USA Securities	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.4
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance USA Securities	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$17.9	\$17.9
Diversified Trust - DIP Operating Account								
Beginning Cash Balance DTDF	\$261.3	(\$396.3)	(\$396.3)	(\$396.3)	(\$521.3)	(\$961.3)	(\$961.3)	\$511.5
Cash Payment for Professional Fees ^(a)	(657.6)	0.0	0.0	0.0	(440.0)	0.0	0.0	(1,097.6)
Management Fees Paid by DTDF	0.0	0.0	0.0	(125.0)	0.0	0.0	0.0	(375.0)
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance DTDF ^(b)	(\$396.3)	(\$396.3)	(\$396.3)	(\$521.3)	(\$961.3)	(\$961.3)	(\$961.6)	(\$961.6)
First Trust - DIP Operating Account								
Beginning Balance FTDF	(\$497.0)	(\$1,163.4)	(\$1,163.4)	(\$1,163.4)	(\$1,244.8)	(\$1,604.8)	(\$1,604.8)	(\$125.0)
Cash Payment for Professional Fees ^(a)	(666.3)	0.0	0.0	0.0	(360.0)	0.0	0.0	(1,026.3)
Management Fees Paid by FTDF	0.0	0.0	0.0	(81.4)	0.0	0.0	0.0	(453.2)
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance FTDF ^(b)	(\$1,163.4)	(\$1,163.4)	(\$1,163.4)	(\$1,244.8)	(\$1,604.8)	(\$1,604.8)	(\$1,605.0)	(\$1,605.0)
Collections Account								
Beginning Balance Collections Account (Investor Funds)	\$12,250.2	\$0.0	\$33,421.2	\$25,361.9	\$3,809.6	\$3,161.3	\$0.0	\$88,298.5
Estimated Interest Due Investors	0.0	1,077.0	100.4	19.2	3,431.9	0.0	0.0	12,421.6
Expected Principal Return	0.0	32,400.0	25,239.7	3,791.8	0.0	0.0	0.0	94,556.4
Interest Income to Investors ^(c)	0.0	0.0	30.9	0.0	0.0	0.0	0.0	296.0
Total Account Collections	\$0.0	\$33,477.0	\$25,371.0	\$3,810.9	\$3,431.9	\$0.0	\$0.0	\$107,274.0
Distribution to Investors	(12,250.2)	0.0	(33,421.2)	(25,361.9)	(3,809.6)	(3,161.3)	0.0	(194,627.0)
Service Fees to USA CMC	0.0	(55.8)	(9.1)	(1.4)	(270.5)	0.0	0.0	(945.5)
Total Disbursements	(\$12,250.2)	(\$55.8)	(\$33,430.3)	(\$25,363.3)	(\$4,080.1)	(\$3,161.3)	\$0.0	(\$195,572.6)
Ending Balance Collections Account (Investor Funds)	\$0.0	\$33,421.2	\$25,361.9	\$3,809.6	\$3,161.3	\$0.0	\$0.0	\$0.0
Beginning Balance Collections Account (Estate Funds)	\$12,893.4	\$12,153.4	\$12,153.4	\$12,187.3	\$12,187.3	\$11,579.6	\$11,492.0	\$12,827.0
Interest Income to Estate ^(c)	0.0	0.0	33.9	0.0	0.0	0.0	0.0	100.3
Transfer to Fund Operating Account	(740.0)	0.0	0.0	0.0	(607.7)	(87.7)	(43.0)	(1,478.4)
Ending Balance Collections Account (Estate Funds)	\$12,153.4	\$12,153.4	\$12,187.3	\$12,187.3	\$11,579.6	\$11,492.0	\$11,449.0	\$11,449.0
Ending Balance Collections Account (Total)	\$12,153.4	\$45,574.6	\$37,549.2	\$15,996.9	\$14,740.9	\$11,492.0	\$11,449.0	\$11,449.0
Investors Account								
Cash Balance Investors Account	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1
Executory Contract Committee Cash Due for Prof. Fees ^(a)	\$480.0	\$0.0	\$0.0	\$0.0	\$240.0	\$0.0	\$0.0	\$720.0

Notes:

- Source of payment for investor and fund committees will be via surcharge or some other source yet to be determined.
- Deficits in the operating accounts for First Trust Deed Fund and Diversified Trust Deed Fund are expected to be filled via amounts reserved prior to the distribution of funds to Fund Members.
- Assumes investment in a Bank of America Money Market Fund at 3.25%

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

	Weekly Cash Forecast							
	Week Ending							
	9/17/2006	9/24/2006	10/1/2006	10/8/2006	10/15/2006	10/22/2006	10/29/2006	Total
Supplemental Schedules - Professional Fees								
Debtor Professional Fees (as incurred)								
Financial Advisor Fees & Disbursements	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$1,580.0
Legal Counsel Fees & Disbursements	75.0	75.0	75.0	50.0	50.0	50.0	50.0	1,025.0
Local Counsel	25.0	25.0	25.0	16.7	16.7	16.7	16.7	341.7
PR Firm	0.8	0.8	0.8	0.8	0.8	0.8	0.8	11.3
Other Legal Professionals	0.0	0.0	5.0	5.0	0.0	0.0	5.0	15.0
Committee Professionals (as incurred)								
<u>Unsecured Creditors Committee</u>								
Legal Counsel Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	25.0	375.0
Financial Advisor Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	25.0	375.0
Weekly Accrual for USA CMC Professional Fees	\$250.8	\$250.8	\$255.8	\$222.4	\$217.4	\$217.4	\$222.4	\$3,722.9
Cash Payment for USA CMC Professional Fees	\$4,050.3	\$0.0	\$0.0	\$0.0	\$1,003.0	\$0.0	\$0.0	\$5,053.3
Incurred and Unpaid Professional Fees USA CMC	\$2,767.8	\$3,018.6	\$3,274.3	\$3,496.7	\$2,711.1	\$2,928.6	\$3,151.0	\$3,151.0
<u>Equity Security Holders of USA Capital FTDF</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	900.0
Financial Advisor Fees & Disbursements	30.0	30.0	30.0	30.0	30.0	30.0	30.0	450.0
Weekly Accrual for FTDF Professional Fees	\$90.0	\$90.0	\$90.0	\$90.0	\$90.0	\$90.0	\$90.0	\$1,350.0
Cash Payment for FTDF Professional Fees	\$666.3	\$0.0	\$0.0	\$0.0	\$360.0	\$0.0	\$0.0	\$1,026.3
Incurred and Unpaid Professional Fees	\$796.6	\$886.6	\$976.6	\$1,066.6	\$796.6	\$886.6	\$976.6	\$976.6
<u>Equity Security Holders of USA Capital DTDF</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	900.0
Financial Advisor Fees & Disbursements	40.0	40.0	40.0	35.0	35.0	35.0	35.0	650.0
Weekly Accrual for DTDF Professional Fees	\$100.0	\$100.0	\$100.0	\$95.0	\$95.0	\$95.0	\$95.0	\$1,550.0
Cash Payment for DTDF Professional Fees	\$657.6	\$0.0	\$0.0	\$0.0	\$440.0	\$0.0	\$0.0	\$1,097.6
Incurred and Unpaid Professional Fees	\$914.4	\$1,014.4	\$1,114.4	\$1,209.4	\$864.4	\$959.4	\$1,054.4	\$1,054.4
<u>Holders of Executory Contract Rights</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	900.0
Financial Advisor Fees & Disbursements	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Weekly Accrual for Executory Committee Professional Fees	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$900.0
Cash Payment for Executory Committee Professional Fees	\$480.0	\$0.0	\$0.0	\$0.0	\$240.0	\$0.0	\$0.0	\$720.0
Incurred and Unpaid Professional Fees	\$480.0	\$540.0	\$600.0	\$660.0	\$480.0	\$540.0	\$600.0	\$600.0
Total Weekly Accrual for Bankruptcy Professional Fees	\$500.8	\$500.8	\$505.8	\$467.4	\$462.4	\$462.4	\$467.4	\$7,522.9
Total Cash Payment for Bankruptcy Professional Fees	\$5,854.2	\$0.0	\$0.0	\$0.0	\$2,043.0	\$0.0	\$0.0	\$7,897.2
Total Incurred and Unpaid Bankruptcy Professional Fees	\$4,958.8	\$5,459.5	\$5,965.3	\$6,432.7	\$4,852.1	\$5,314.5	\$5,782.0	\$5,782.0